

Morgan Lewis

Catherine Wang

Brett P. Ferenchak

catherine.wang@morganlewis.com

brett.ferenchak@morganlewis.com

November 30, 2022

VIA ELECTRONIC FILING

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capital Building, 1st Floor
500 East Capital Avenue
Pierre, South Dakota 57501-5070

Re: Notice of Proposed *Pro Forma Consolidations* Affecting Zayo Group, LLC and Electric Lightwave, LLC d/b/a Allstream

Dear Director Van Gerpen:

Zayo Group, LLC ("Zayo Group") and Electric Lightwave, LLC d/b/a Allstream ("Electric Lightwave" and collectively with Zayo Group, the "Parties"), by undersigned counsel, notify the Commission of the proposed *pro forma* consolidations of Electric Lightwave and its parent company, Allstream Business US, LLC ("EL-Parent") into Zayo Group, with Zayo Group remaining as the surviving entity (herein referred to as the "*Pro Forma Consolidations*"). The *Pro Forma Consolidations* are part of the Company's (as defined below) efforts to simplify its corporate structure, reduce the reporting and accounting burdens (and the burden on the regulatory commissions who receive such reports), and provide operational efficiencies. Subject to receipt of applicable regulatory approvals, the Parties propose to complete the *Pro Forma Consolidations* as soon as possible with the *pro forma* consolidation of EL-Parent into Zayo Group being completed no later than December 31, 2022.

Pursuant to S.D. Codified Laws § 49-31-20, Commission action is not required for the *Pro Forma Consolidations*. Accordingly, the Parties submit this letter for informational purposes.

Description of the Parties

Zayo Group and Electric Lightwave are both Delaware limited liability companies. Electric Lightwave is a wholly owned, direct subsidiary of EL-Parent, an Oregon corporation and wholly owned, direct subsidiary of Zayo Group. Zayo Group is a wholly owned, direct subsidiary of Zayo Group Holdings, Inc. ("Holdings" and together with its subsidiaries, including the Parties, the "Company"), a Delaware corporation. Zayo Group and Holdings have a principal office located at

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004
United States

T +1.202.739.3000
F +1.202.739.3001

Patricia Van Gerpen, Executive Director
November 30, 2022
Page 2

1821 30th Street, Unit A, Boulder, Colorado 80301. EL-Parent and Electric Lightwave has a principal office located at 18110 SE 34th Street; Building One, Suite 100, Vancouver, Washington 98683.

Zayo Group is a leading provider of bandwidth infrastructure and interconnection services over regional and metropolitan fiber networks. These services enable customers to manage, operate, and scale their telecommunications and data networks. Zayo Group customers consist primarily of wireless service providers, national and regional communications service providers, media/Internet/content companies, governments, banks, and other bandwidth-intensive enterprises. Zayo Group is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the District of Columbia and every state except Alaska and Hawaii. The primary telecommunications service offerings of Zayo Group include high-capacity bandwidth services such as private line, Ethernet, and wavelength services. In South Dakota, Zayo Group is authorized to provide local exchange and interexchange telecommunications services pursuant to Certificate of Authority granted in Docket No. TC12-191. Zayo Group also is authorized by the Federal Communications Commission ("FCC") to provide domestic and international telecommunications services in addition to certain point-to-point wireless services.

Electric Lightwave provides a broad range of communication and networking services to businesses, wholesale carriers, web content providers, government organizations and educational institutions. These services include, but are not limited to, facilities-based local, resold long distance, Internet, broadband transport and data services. Electric Lightwave provides telecommunications services primarily in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington. In South Dakota, Electric Lightwave is authorized to provide local exchange and interexchange telecommunications services pursuant to a Certificate of Authority granted in Docket No. TC21-113. Electric Lightwave is also authorized by the FCC to provide domestic and international telecommunications services.

The Parties are managed by individuals with significant experience in the telecommunications industry. Zayo Group's operations are directed by the experienced corporate management, technical, and operations. Additional information concerning the legal, technical, managerial and financial qualifications of Zayo Group has been submitted to the Commission with various prior filings and is therefore already a matter of public record and incorporated by reference herein.

Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

For the Parties:

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius, LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

with copies to:

Lauren Lantero
General Counsel, Corporate
Zayo Group, LLC
1821 30th Street, Unit A
Boulder, CO 80301
lauren.lantero@zayo.com

and:

Douglas Denney
Vice President, Legal & Regulatory
Allstream
18110 SE 34th Street
Building One, Suite 100
Vancouver, WA 96383
doug.denney@allstream.com

Description of the Pro Forma Consolidations

To simplify the Company's corporate structure, Zayo Group is undertaking certain *pro forma* intra-company transactions, including the consolidation of EL-Parent and Electric Lightwave into Zayo Group. The *Pro Forma Consolidations* are expected to result from the mergers of EL-Parent and Electric Lightwave with and into Zayo Group, whereupon the separate existence of EL-Parent and Electric Lightwave will cease and Zayo Group will be the surviving entity.¹ **Exhibit A** contains diagrams of the corporate ownership structure of the Parties before and after the *Pro Forma Consolidations*.

Upon completion of the *Pro Forma Consolidations*, Zayo Group will establish an "Allstream" division that will continue to operate those portions of the Electric Lightwave business that provide services, primarily traditional voice services, not currently provided by Zayo Group. The Allstream division will utilize the management and operations personnel that currently operate Electric Lightwave.

Following completion of the Pro Forma Consolidations, a request to cancel the Certificate of Authority of Electric Lightwave will be filed. To the extent Electric Lightwave has existing tariff for local exchange services, Zayo Group will file a tariff that mirrors that tariff.

Public Interest Considerations

The Parties submit that the *Pro Forma Consolidations* described herein is in the public interest. The *Pro Forma Consolidations* will simplify the Company's existing corporate structure and the Company's business will be more efficient from a management, operations, regulatory, accounting, financial and customer perspective since the *Pro Forma Consolidations* will reduce the Company's

¹ Depending on the timing of regulatory approvals, (1) these mergers may be completed in short succession or separated by weeks or months and (2) prior to the merger of Electric Lightwave with and into Zayo Group, certain assets and customers of Electric Lightwave may be assigned to Zayo Group.

Patricia Van Gerpen, Executive Director
November 30, 2022
Page 4

reporting and accounting burdens and provide other operational efficiencies. As a result of the efficiencies and focus, the Company will become a stronger competitor to the ultimate benefit of consumers.

Furthermore, the *Pro Forma Consolidations* will be seamless to customers and will not result in any change in their services. Zayo Group will utilize the familiar "Allstream" brand with respect to the affected customers that receive services, primarily traditional voice services, not currently provided by Zayo Group. The remaining affected customers will be served under the "Zayo" brand. Regardless, the rates, terms and conditions of their services will not change as a result of the *Pro Forma Consolidations*. A sample of the notice that will be sent to customers of Electric Lightwave regarding the *Pro Forma Consolidations* is provided in **Exhibit B**. The Parties will supplement this filing with a certification of compliance with the requirement to provide advance subscriber notice once the notice has been sent.

Finally, there will be no change in the managerial qualifications of the telecommunications provider serving the customers affected by the *Pro Forma Consolidations* since the managerial and operations personnel that currently operate Electric Lightwave will continue to operate a portion of the Allstream business as a separate division within Zayo Group and the remaining operations will be overseen by Zayo Group's existing experienced management and operations personnel.

* * * *

Please confirm and acknowledge receipt of this electronic filing. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

/s/ Brett P. Ferenchak

Catherine Wang
Brett P. Ferenchak

Counsel for the Parties

Enclosure

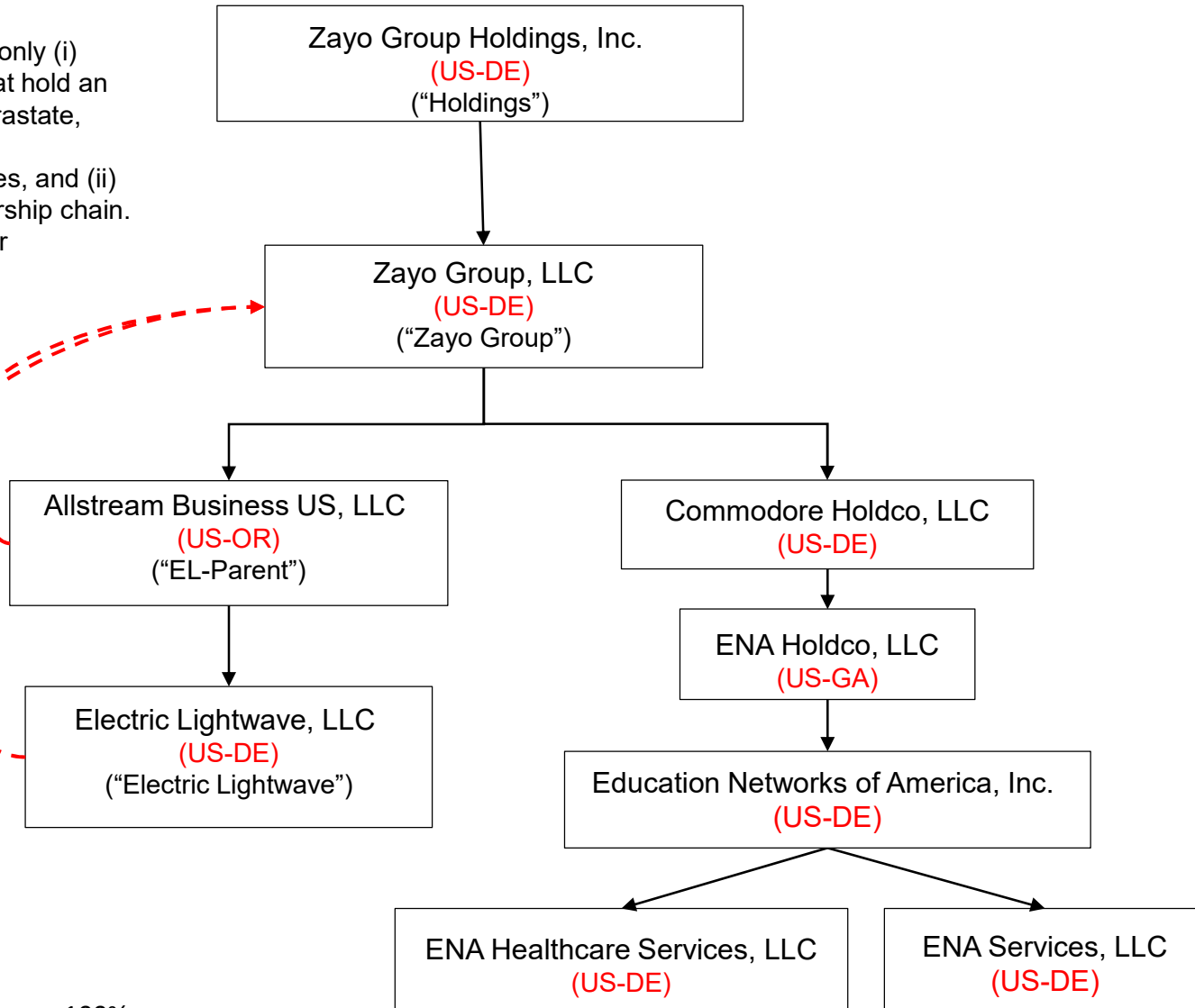
EXHIBIT A

Diagrams of the Current and Post-Pro Forma Consolidations Corporate Structures

CURRENT OWNERSHIP STRUCTURE AND DEPICTION OF *PRO FORMA CONSOLIDATIONS*

*The entities listed include only (i) subsidiaries of Holdings that hold an authorization to provide intrastate, interstate or international telecommunications services, and (ii) those entities in their ownership chain. The chart excludes all other subsidiaries of Holdings.

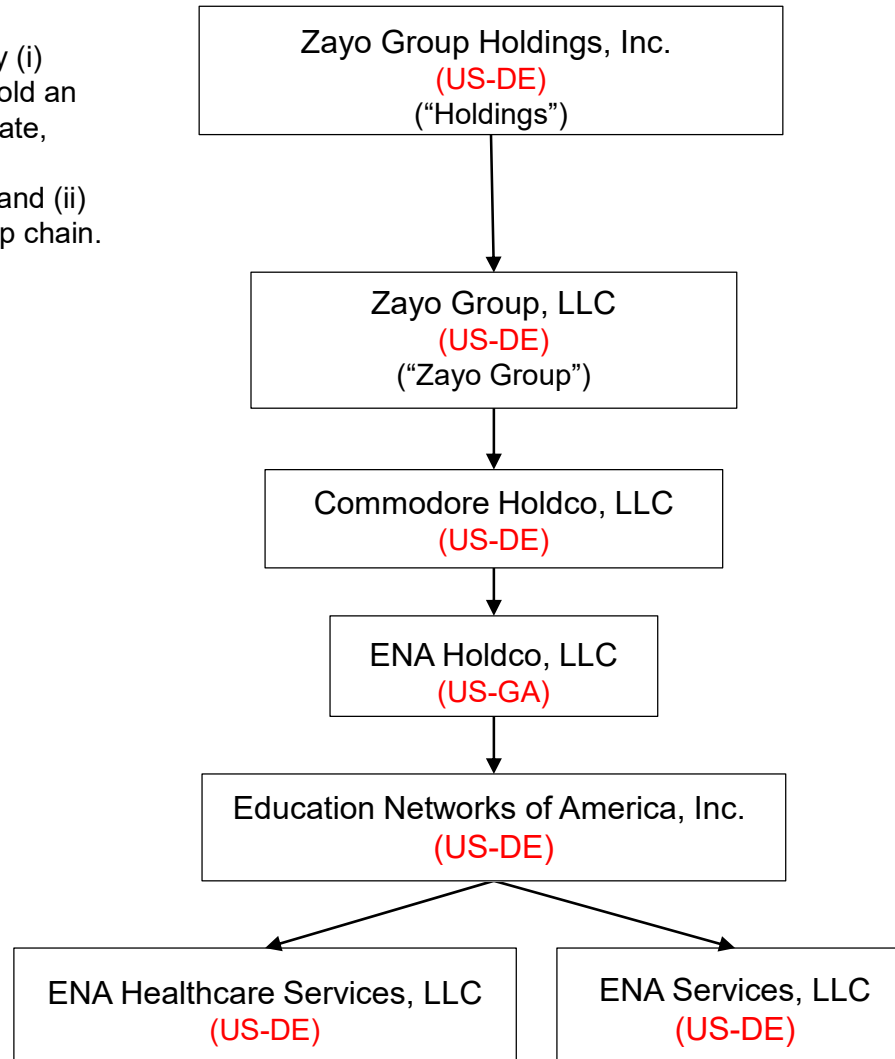
EL-Parent and Electric Lightwave will merge with and into Zayo Group, with Zayo Group surviving the mergers.



**All ownership percentages are 100%.

POST-PRO FORMA CONSOLIDATIONS OWNERSHIP STRUCTURE

*The entities listed include only (i) subsidiaries of Holdings that hold an authorization to provide intrastate, interstate or international telecommunications services, and (ii) those entities in their ownership chain. The chart excludes all other subsidiaries of Holdings.



**All ownership percentages are 100%.

EXHIBIT B

Sample Customer Notice

The affected customers of Electric Lightwave will receive notice of the *Pro Forma Consolidations* through a bill notation. The notice will be provided to customers in their bill issued at least 30 days prior to the *pro forma consolidation* of Electric Lightwave into Zayo Group.

For customers that will continue to be served under the "Allstream" brand, the text of the bill notation will be substantially similar to the following:

On or about [DATE], Electric Lightwave, LLC d/b/a Allstream and its parent company, Zayo Group, LLC, will undertake an internal corporate consolidation. At that time, Zayo Group, LLC will provide your telecommunications services under the "Allstream" brand. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal consolidation. There is no charge associated with this change. You will continue receive bills from Allstream and we will continue to resolve any issues you may have with your account or service using the same customer support numbers: 1-800-360-4467 (Customer Repair) and 1-866-468-3472 (Customer Support).

We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this internal consolidation will enhance our ability to serve you. We look forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

For customers that will be served under the "Zayo" brand, the text of the bill notation will be substantially similar to the following:

On or about [DATE], Electric Lightwave, LLC d/b/a Allstream and its parent company, Zayo Group, LLC, will undertake an internal corporate consolidation. At that time, Zayo Group, LLC will provide your telecommunications services under the "Zayo" brand. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal consolidation. There is no charge associated with this change. You will receive bills from Zayo and we will resolve any issues you may have with your account or service using the following customer support number: 866-364-6033.

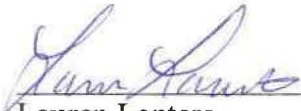
We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this internal consolidation will enhance our ability to serve you. We look forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

VERIFICATION

VERIFICATION

I, Lauren Lantero state that I am General Counsel, Corporate of Zayo Group, LLC and its subsidiaries (collectively, the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company and its affiliates, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 26th day of September 2022.

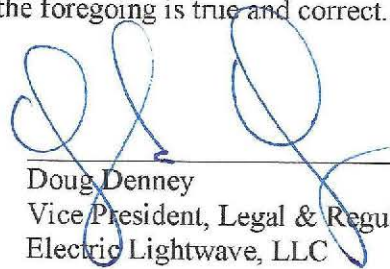


Lauren Lantero
General Counsel, Corporate
Zayo Group, LLC

VERIFICATION

I, Doug Denney, state that I am Vice President, Legal & Regulatory of Electric Lightwave, LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company and its affiliates, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 28th day of September 2022.



Doug Denney
Vice President, Legal & Regulatory
Electric Lightwave, LLC